MATERIAL CHANGE REPORT
Form 51-102F3

1. **Reporting Issuer**

   Mooncor Oil & Gas Corp. (the "Issuer")
   155 Rexdale Boulevard, Suite 502
   Toronto, Ontario, M9W 5Z8

2. **Date of Material Change**

   April 16, 2009

3. **Press Release**

   A news release with respect to the material change referred to in this report was disseminated on April 16, 2009 through CNW Group and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

   The Issuer announced that it completed its private placement equity financing.

5. **Full Description of Material Change**

   The Issuer announced on April 16, 2009, that it completed the final tranche of its non-brokered private placement financing by issuing 1,650,000 common share units ("Units") at a price of $0.20 per Unit for aggregate gross proceeds of $330,000. Each Unit consists of one common share ("Common Share") in the capital of the Issuer and one-half of one common share purchase warrant ("Warrant"). Each whole Warrant entitles the holder thereof to acquire one Common Share at an exercise price of $0.35 per share until April 16, 2011.

   Registered agents received total cash commissions of $26,400 (8% of the gross proceeds raised by such agents), and 165,000 finder's warrants (the "Finder's Warrants") (10% of the total number of Units sold by such agents). Each Finder's Warrant entitles the holder thereof to acquire one Unit at an exercise price of $0.20 per Unit until April 16, 2011.

   The Issuer also announced that Wellington West Capital Inc. did not receive a cash commission of $18,000 and 50,000 finder's warrants in connection with the April 9, 2009 closing as disclosed in Mooncor's press release dated April 9, 2009.

   The net proceeds will be used by the Issuer for exploration on its oil and gas properties, working capital and property acquisitions.

6. **Reliance on Section 7.1(2) or (3) of National Instrument 51-102**

   Not applicable.

7. **Omitted Information**

   Not applicable.

8. **Executive Officer**

   The senior officer who can answer questions regarding this report is Richard Cohen, Vice-President. Mr. Cohen can be reached at (905) 882-4422.

9. **Date of Report**

   April 16, 2009